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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOHN L. EDMONDS, individually and as a
managing general partner of FIFTH AND
106TH STREET HOUSING COMPANY,
INC., LOGAN PLAZA ASSOCIATES, LP,
CHARLES H. ASSOCIATES a/k/a
CHARLES H. HILL ASSOCIATES, LP
AND AS A LIMITED PARTNER OF
CHURCH HOME ASSOCIATES, LP,

Plaintiff,

-against-

ROBERT W SEAVEY, individually and as a
General Partner of FIFTH AND 106TH
STREET ASSOCIATES, LP, LOGAN
PLAZA ASSOCIATES, LP, CHARLES
HILL ASSOCIATES, CHARLES HILL
ASSOCIATES, LP and as a Limited Partner
of CHURCH HOME ASSOCIATES, LP;
PHYLLIS M. SEAVEY individually and as
owner, manager and member of DALTON
MANAGEMENT COMPANY LLC;
AVERY B. SEAVEY, individually and as a
General Partner of LOGAN PLAZA
ASSOCIATES, LP, CHURCH HOME
ASSOCIATES and owner of DALTON
MANAGEMENT COMPANY, LLC;
NEALE B. SEAVEY, individually and as
owner, manager and member of DALTON
MANAGEMENT COMPANY, LLC; and
RONALD DAWLEY as Chief Executive
Officer of DALTON MANAGEMENT
COMPANY, LLC; DALTON
MANAGEMENT COMPANY, LLC, THE
SEAVEY ORGANIZATION, and MARK
PANETH & SHRON, Auditors,

Defendants.

Index No.: 08-CV-5646

**DECLARATION OF
M. DOUGLAS HAYWOODE, ESQ.,
IN OPPOSITION TO PLAINTIFF
JOHN L. EDMONDS, MOTION TO
DISMISS THE COMPLAINT**

M. Douglas Haywoode, an attorney admitted to practice before this Court,
declares under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I, M. Douglas Haywoode am the attorney for John L. Edmonds.
2. I submit this declaration in support of John L. Edmonds' opposition to the motion pursuant to Fed. R. Civ. P. 12(b)(6) and Fed. R. Civ. P. 9(b), to dismiss his complaint as against Marks, Paneth & Shron, in its entirety and with prejudice for the reasons set forth in the accompanying memorandum of law.
3. A true and correct copy of the Order to Show Cause with the Affidavit of John L. Edmonds in support, and exhibits is annexed here to as Exhibit A.

Dated: Brooklyn, New York
March 2nd, 2009

/s/ M. Douglas Haywoode

M. DOUGLAS HAYWOODE (MH 1795)